



Investment
Management

4 April 2013

Company Announcements Platform
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam,

Notice of Initial Substantial Holder

In accordance with section 671B of the Corporations Act 2001 (Cth), we attach a Notice of Initial Substantial Holder (Form 603) in respect of The Reject Shop Limited.

A notice in substantially the same terms will also be lodged with the ASX on behalf of Westpac Banking Corporation (WBC).

Yours faithfully,

Chris Millard
Company Secretary

{00003782.DOC}BT Investment
Management Limited
ABN 28 126 385 822

GPO Box 7072
Sydney NSW
2001
Australia

The Chifley Tower
Level 15, 2 Chifley Square
Sydney NSW 2000
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Tel 612 8253 2999

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Form 603

Corporations Law
Section 671B

Notice of initial substantial holder

To Company Name/Scheme THE REJECT SHOP LIMITED

ACN/ARSN ABN 33 006 122 676

1. Details of substantial holder(1)

Name BT INVESTMENT MANAGEMENT LIMITED (BTT)

ACN/ARSN (if applicable) ABN 28 126 385 822

The holder became a substantial holder on 02/04/2013

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY SHARES	1,321,815	1,321,815	5.07%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Registered holder of securities	Nature of relevant interest (6)	Number of securities
Advance Asset Management Limited	HSBC Custody Nominees (Australia) Limited.	Advance Asset Management Ltd is the RE of various unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	250,410
Asgard Capital Management Limited	ASGARD Capital Management Limited	Asgard Capital Management Limited ABN 92 009 279 592 AFSL 240695 RSE Licence L0001946 is the trustee, administrator and custodian of all Asgard superannuation entities, the (Hillross) PortfolioCare Retirement Plan and the BEACON	8,828

		Superannuation Plan. In those capacities, Asgard has the power to exercise the right to vote attached to, and to dispose of, the securities held by these entities.	
BT Funds Management Limited	BT Portfolio Services Limited	BT Funds Management Limited is the manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	32,093
BT Funds Management No.2 Limited	HSBC Custody Nominees (Australia) Limited.	BT Funds Management No 2 Limited is or may be the Manager of various Superannuation funds, Institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	133,155
BT Investment Management (RE) Limited	Australia and New Zealand Banking Group Limited National Nominees Limited National Australian Custodian Services HSBC Custody Nominees (Australia) Limited.	BT Investment Management (RE) Limited is the RE and fund manager of various superannuation funds, institutional investor portfolios and unit trusts and, in that capacity, can exercise the power to vote or dispose of the shares.	897,329

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder (8)	Class and number of securities
Asgard Capital Management Limited	See Schedule	See Schedule	
BT Funds Management Limited	See Schedule	See Schedule	
BT Funds Management No.2 Limited	See Schedule	See Schedule	
Advance Asset Management Limited	See Schedule	See Schedule	
BT Investment Management (RE) Limited	See Schedule	See Schedule	

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
WBC & associates	See Schedule	See Schedule		

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Westpac Banking Corporation (WBC)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Westpac Financial Services Group Limited (WFSG)	Level 20, Westpac Place, 275 Kent St, Sydney NSW 2000
Asgard Capital Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Funds Management No.2 Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
Advance Asset Management Limited	Level 20, Westpac Place, 275 Kent Street, Sydney NSW 2000
BT Investment Management (RE) Limited	Level 14, Chifley Tower, 2 Chifley Square, Sydney NSW 2000
THE REJECT SHOP LIMITED	The Reject Shop Limited (TRS) 245 Racecourse Road KENSINGTON VIC 3031 Tel: +61 3 9371 5555 Fax: +61 3 9372 1211

Signature

print name Chris Millard capacity Company Secretary

sign here _____ date 04/04/2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
 - (2) See the definition of “associate” in section 9 of the Corporations Law.
 - (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
 - (4) The voting shares of a company constitute one class unless divided into separate classes.
 - (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
 - (6) The person’s votes divided by the total votes in the body corporate scheme multiplied by 100.
 - (7) Include details of:
 - (a) Any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and with a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) Any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of “relevant agreement” in section 9 of the Corporations Law.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write “unknown”.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

SCHEDULE

Sales & Purchases for the period : 2/12/2012 to 2/04/2013
SECURITY: TRS

Advance Asset Management Limited

Date	Registered Company	Quantity	Value
4/01/2013	HSBC Custody Nominees (Australia) Limited.	862	12,921.38
7/01/2013	HSBC Custody Nominees (Australia) Limited.	5,246	77,168.66
8/01/2013	HSBC Custody Nominees (Australia) Limited.	5,363	81,088.56
21/02/2013	HSBC Custody Nominees (Australia) Limited.	3,835	65,003.25
22/02/2013	HSBC Custody Nominees (Australia) Limited.	2,577	44,066.70
25/02/2013	HSBC Custody Nominees (Australia) Limited.	4,334	75,368.26
26/02/2013	HSBC Custody Nominees (Australia) Limited.	3,701	63,102.05
27/02/2013	HSBC Custody Nominees (Australia) Limited.	1,734	29,790.12
28/02/2013	HSBC Custody Nominees (Australia) Limited.	4,673	82,198.07
1/03/2013	HSBC Custody Nominees (Australia) Limited.	2,814	49,920.36
11/03/2013	HSBC Custody Nominees (Australia) Limited.	3,907	65,285.97
14/03/2013	HSBC Custody Nominees (Australia) Limited.	5,153	85,333.68
15/03/2013	HSBC Custody Nominees (Australia) Limited.	5,208	87,598.56
15/03/2013	HSBC Custody Nominees (Australia) Limited.	22	372.02
22/03/2013	HSBC Custody Nominees (Australia) Limited.	-3,053	-48,786.94
22/03/2013	HSBC Custody Nominees (Australia) Limited.	-9,014	-144,043.72
25/03/2013	HSBC Custody Nominees (Australia) Limited.	3,185	52,616.20
28/03/2013	HSBC Custody Nominees (Australia) Limited.	2,320	38,767.20
	Total	42,867	717,770.38
	Advance Asset Management Limited Total :	42,867	717,770.38

Asgard Capital Management Limited

Date	Registered Company	Quantity	Value
7/03/2013	ASGARD Capital Management Limited	1,194	19,999.50
	Total	1,194	19,999.50
	Asgard Capital Management Limited Total :	1,194	19,999.50

BT Funds Management Limited

Date	Registered Company	Quantity	Value
4/12/2012	BT Portfolio Services Limited	-500	-7,625.00
12/12/2012	BT Portfolio Services Limited	-250	-3,825.40
18/12/2012	BT Portfolio Services Limited	-900	-13,679.64
4/01/2013	BT Portfolio Services Limited	-250	-3,775.00
7/01/2013	BT Portfolio Services Limited	-150	-2,202.00
10/01/2013	BT Portfolio Services Limited	2,000	30,808.40
18/01/2013	BT Portfolio Services Limited	733	11,296.63
21/01/2013	BT Portfolio Services Limited	-1,960	-30,533.86
29/01/2013	BT Portfolio Services Limited	-200	-3,111.66
29/01/2013	BT Portfolio Services Limited	-300	-4,622.67
4/02/2013	BT Portfolio Services Limited	-50	-748.16
13/02/2013	BT Portfolio Services Limited	1,200	19,944.36
13/02/2013	BT Portfolio Services Limited	180	3,017.14
28/02/2013	BT Portfolio Services Limited	350	6,188.00

28/02/2013	BT Portfolio Services Limited	-350	-6,188.00
4/03/2013	BT Portfolio Services Limited	576	10,013.53
6/03/2013	BT Portfolio Services Limited	-1,500	-25,688.70
7/03/2013	BT Portfolio Services Limited	200	3,340.00
7/03/2013	BT Portfolio Services Limited	-498	-8,219.49
15/03/2013	BT Portfolio Services Limited	500	8,401.35
19/03/2013	BT Portfolio Services Limited	-550	-9,141.00
22/03/2013	BT Portfolio Services Limited	-733	-11,733.72
28/03/2013	BT Portfolio Services Limited	960	16,122.82
	Total	-1,492	-21,962.07
	BT Funds Management Limited Total :	-1,492	-21,962.07

BT Funds Management No.2 Limited

Date	Registered Company	Quantity	Value
8/01/2013	HSBC Custody Nominees (Australia) Limited.	4,887	73,891.44
14/01/2013	HSBC Custody Nominees (Australia) Limited.	5,457	81,745.86
24/01/2013	HSBC Custody Nominees (Australia) Limited.	1,501	22,620.07
29/01/2013	HSBC Custody Nominees (Australia) Limited.	1,162	17,371.90
26/03/2013	HSBC Custody Nominees (Australia) Limited.	3,301	53,608.24
27/03/2013	HSBC Custody Nominees (Australia) Limited.	2,784	45,880.32
28/03/2013	HSBC Custody Nominees (Australia) Limited.	3,919	65,486.49
2/04/2013	HSBC Custody Nominees (Australia) Limited.	3,142	52,314.30
	Total	26,153	412,918.62
	BT Funds Management No.2 Limited Total :	26,153	412,918.62

BT Investment Management (RE) Limited

Date	Registered Company	Quantity	Value	
20/12/2012	Australia and New Zealand Banking Group Limited	-212	-3,258.44	
24/12/2012	Australia and New Zealand Banking Group Limited	-581	-8,819.58	
8/01/2013	Australia and New Zealand Banking Group Limited	605	9,147.60	
14/01/2013	Australia and New Zealand Banking Group Limited	563	8,433.74	
24/01/2013	Australia and New Zealand Banking Group Limited	155	2,335.85	
29/01/2013	Australia and New Zealand Banking Group Limited	120	1,794.00	
26/03/2013	Australia and New Zealand Banking Group Limited	439	7,129.36	
27/03/2013	Australia and New Zealand Banking Group Limited	277	4,564.96	
28/03/2013	Australia and New Zealand Banking Group Limited	368	6,149.28	
2/04/2013	Australia and New Zealand Banking Group Limited	312	5,194.80	
	Total	2,046	32,671.57	
	Date	Registered Company	Quantity	Value
8/01/2013	HSBC Custody Nominees (Australia) Limited.	15,505	234,435.60	
14/01/2013	HSBC Custody Nominees (Australia) Limited.	23,315	349,258.70	

24/01/2013	HSBC Custody Nominees (Australia) Limited.	6,414	96,658.98
29/01/2013	HSBC Custody Nominees (Australia) Limited.	4,965	74,226.75
26/03/2013	HSBC Custody Nominees (Australia) Limited.	23,103	375,192.72
27/03/2013	HSBC Custody Nominees (Australia) Limited.	14,233	234,559.84
28/03/2013	HSBC Custody Nominees (Australia) Limited.	18,836	314,749.56
2/04/2013	HSBC Custody Nominees (Australia) Limited.	16,066	267,498.90
	Total	122,437	1,946,581.05

Date	Registered Company	Quantity	Value
8/01/2013	National Australian Custodian Services	5,394	81,557.28
8/01/2013	National Australian Custodian Services	2,801	42,351.12
8/01/2013	National Australian Custodian Services	1,485	22,453.20
14/01/2013	National Australian Custodian Services	5,045	75,574.10
14/01/2013	National Australian Custodian Services	2,620	39,247.60
14/01/2013	National Australian Custodian Services	1,389	20,807.22
24/01/2013	National Australian Custodian Services	1,388	20,917.16
24/01/2013	National Australian Custodian Services	721	10,865.47
24/01/2013	National Australian Custodian Services	382	5,756.74
29/01/2013	National Australian Custodian Services	1,074	16,056.30
29/01/2013	National Australian Custodian Services	558	8,342.10
29/01/2013	National Australian Custodian Services	296	4,425.20
26/03/2013	National Australian Custodian Services	4,098	66,551.52
26/03/2013	National Australian Custodian Services	2,127	34,542.48
26/03/2013	National Australian Custodian Services	1,131	18,367.44
27/03/2013	National Australian Custodian Services	2,507	41,315.36
27/03/2013	National Australian Custodian Services	1,302	21,456.96
27/03/2013	National Australian Custodian Services	691	11,387.68
28/03/2013	National Australian Custodian Services	3,311	55,326.81
28/03/2013	National Australian Custodian Services	1,720	28,741.20
28/03/2013	National Australian Custodian Services	912	15,239.52
2/04/2013	National Australian Custodian Services	2,829	47,102.85
2/04/2013	National Australian Custodian Services	1,469	24,458.85
2/04/2013	National Australian Custodian Services	780	12,987.00
	Total	46,030	725,831.16

Date	Registered Company	Quantity	Value
8/01/2013	National Nominees Limited	1,631	24,660.72
14/01/2013	National Nominees Limited	1,527	22,874.46
24/01/2013	National Nominees Limited	420	6,329.40
29/01/2013	National Nominees Limited	325	4,858.75
26/03/2013	National Nominees Limited	1,241	20,153.84
27/03/2013	National Nominees Limited	759	12,508.32
28/03/2013	National Nominees Limited	1,002	16,743.42
2/04/2013	National Nominees Limited	856	14,252.40
	Total	7,761	122,381.31

BT Investment Management (RE) Limited Total
: **178,274 2,827,465.09**

ANNEXURE A – ASSOCIATED COMPANIES

This is the annexure 'A' (being 3 pages) referred to in Form 603, Notice of initial substantial holder, lodged for Westpac and its associated entities

Tim Hartin – Company Secretary WBC – 02/04/2013

1925 (Commercial) Pty Limited	Australia	Sallmoor Pty Limited	Australia
1925 (Industrial) Pty Limited	Australia	Securitor Financial Group Limited	Australia
1925 Advances Pty Limited	Australia	Seed Pool Trust No. 2	Australia
A.G.C. (Pacific) Limited	Papua New Guinea	Series 2007-1G WST Trust	Australia
Advance Asset Management Limited	Australia	Series 2008-1M WST Trust	Australia
Altitude Administration Pty Limited	Australia	Series 2009-1 WST Trust	Australia
Altitude Rewards Pty Limited	Australia	Series 2011-1 WST Trust	Australia
Aotearoa Financial Services Limited	New Zealand	Series 2011-2 WST Trust	Australia
Ascalon Capital Managers (Asia) Limited	Hong Kong	Series 2011-3 WST Trust	Australia
Ascalon Capital Managers Limited	Australia	Series 2012-1 WST Trust	Australia
Ascalon Funds Seed Pool Trust	Australia	Series 2013-1 WST Trust	Australia
Asgard Capital Management Limited	Australia	Sixty Martin Place (Holdings) Pty Limited	Australia
Asgard Wealth Solutions Limited	Australia	Southern Cross Inc.	USA
Athena Finance Pty Limited	Australia	St.George Business Finance Pty Limited	Australia
Australian Loan Processing Security Company Pty Limited	Australia	St.George Custodial Pty Limited	Australia
Australian Loan Processing Security Trust	Australia	St.George Equity Finance Limited	Australia
Belliston Pty Limited	Australia	St.George Finance Holdings Limited	Australia
Bill Acceptance Corporation Limited	Australia	St.George Finance Limited	Australia
BLE Capital Investments Pty Limited	Australia	St.George Group Holdings Pty Limited	Australia
BLE Capital Limited	Australia	St.George Life Limited	Australia
BLE Development Pty Limited	Australia	St.George Motor Finance Limited	Australia
BLE Holdings Pty Limited	Australia	St.George Procurement Management Pty Limited	Australia
BT (Queensland) Pty Limited	Australia	St.George Security Holdings Pty Limited	Australia
BT Australia Pty Limited	Australia	Sydney Capital Corp Inc.	USA
BT Financial Group (NZ) Limited	New Zealand	Tavarua Funding Trust III	USA
BT Financial Group Pty Limited	Australia	Tavarua Funding Trust IV	USA
BT Funds Management (NZ) Limited	New Zealand	Teuton Pty Limited	Australia
BT Funds Management Limited	Australia	The Home Mortgage Company Limited	New Zealand
BT Funds Management No.2 Limited	Australia	The Mortgage Company Pty Limited	Australia
BT Investment Management (RE) Limited	Australia	The Warehouse Financial Services Limited	New Zealand
BT Investment Management (Fund Services) Limited	Australia	TIF International 1 Pty Limited	Australia
BT Investment Management Limited	Australia	Value Nominees Pty Limited	Australia
BT Life Limited	Australia	W1 Investments Pty Limited	Australia
BT Long Term Income Fund	Australia	Waratah Receivables Corp Pty Limited	Australia
BT Portfolio Services Limited	Australia	Waratah Securities Australia Limited	Australia
BT Private Nominees Pty Limited (formerly known as BT Investment Management No.2 Limited)	Australia	Westpac (NZ) Investments Limited	New Zealand
BT Securities Limited	Australia	Westpac Administration Pty Limited	Australia
BT Short Term Income Fund	Australia	Westpac Altitude Rewards Trust	Australia

BTIM UK Limited	UK	Westpac Americas Inc.	USA
Castlereagh Trust	Australia	Westpac Asian Lending Pty Limited	Australia
CBA Limited	Australia	Westpac Bank of Tonga	Tonga
Challenge Finance Pty Limited	Australia	Westpac Bank Samoa Limited	Samoa
Challenge Limited	Australia	Westpac Banking Corporation	Australia
Codrington S.a.r.l.	Luxembourg	Westpac Bank-PNG-Limited	Papua New Guinea
Crusade ABS Series 2012 - 1 Trust	Australia	Westpac Capital Corporation	USA
Crusade CP Management Pty Limited	Australia	Westpac Capital Holdings Inc.	USA
Crusade CP No.1 Pty Limited	Australia	Westpac Capital Markets Holding Corp.	USA
Crusade CP Trust No. 41	Australia	Westpac Capital Markets LLC	USA
Crusade CP Trust No. 44	Australia	Westpac Capital Trust III	USA
Crusade CP Trust No. 48	Australia	Westpac Capital Trust IV	USA
Crusade CP Trust No. 49	Australia	Westpac Capital-NZ-Limited	New Zealand
Crusade CP Trust No. 50	Australia	Westpac Cook Cove Trust I	Australia
Crusade CP Trust No. 52	Australia	Westpac Cook Cove Trust II	Australia
Crusade CP Trust No. 53	Australia	Westpac Covered Bond Trust New	Australia
Crusade CP Trust No. 54	Australia	Westpac Custodian Nominees Limited	Australia
Crusade CP Trust No. 55	Australia	Westpac Debt Securities Pty Limited	Australia
Crusade CP Trust No. 56	Australia	Westpac Delta LLC	USA
Crusade CP Trust No. 57	Australia	Westpac Direct Equity Investments Pty Limited	Australia
Crusade CP Trust No. 58	Australia	Westpac Equipment Finance (No.1) Pty Limited	Australia
Crusade CP Trust No. 60	Australia	Westpac Equipment Finance Limited	Australia
Crusade Euro Trust 1E of 2006	Australia	Westpac Equity Holdings Pty Limited	Australia
Crusade Euro Trust 1E of 2007	Australia	Westpac Equity Investments NZ Limited	New Zealand
Crusade Global Trust 1 of 2005	Australia	Westpac Equity Pty Limited	Australia
Crusade Global Trust 1 of 2006	Australia	Westpac Europe Limited	UK
Crusade Global Trust 1 of 2007	Australia	Westpac Finance (HK) Limited	Hong Kong
Crusade Global Trust 2 of 2004	Australia	Westpac Financial Consultants Limited	Australia
Crusade Global Trust 2 of 2005	Australia	Westpac Financial Holdings Pty Limited	Australia
Crusade Global Trust 2 of 2006	Australia	Westpac Financial Services Group Limited	Australia
Crusade Management Limited	Australia	Westpac Financial Services Group-NZ-Limited	New Zealand
Crusade Trust 1A of 2005	Australia	Westpac Financial Services Limited	Australia
Crusade 2P Trust of 2008	Australia	Westpac Funding Holdings Pty Limited	Australia
Danaby Pty Limited	Australia	Westpac Funds Financing Holdco Pty Limited	Australia
eQR Securities Pty. Limited	Australia	Westpac Funds Financing Pty Limited	Australia
FAI Trust No 2	Australia	Westpac General Insurance Limited	Australia
G.C.L. Investments Pty Limited	Australia	Westpac General Insurance Services Limited	Australia
Gemini Trust	Australia	Westpac Group Investment-NZ-Limited	New Zealand
General Credit Holdings Pty Limited	Australia	Westpac Group Investments Australia Pty Limited	Australia
General Credits Pty Limited	Australia	Westpac Holdings-NZ-Limited	New Zealand
Halcyon Securities Limited	Australia	Westpac Investment Capital Corporation	USA
Hastings Advisers LLC	USA	Westpac Investment Vehicle No.2 Pty Limited	Australia
Hastings Forestry Investments Limited	New Zealand	Westpac Investment Vehicle No.3 Pty Limited	Australia
Hastings Forests Australia Pty Limited	Australia	Westpac Investment Vehicle Pty Limited	Australia
Hastings Funds Management Asia Pty. Limited	Singapore	Westpac Investments U.K. Limited	UK

Hastings Funds Management (UK) Limited	UK	Westpac Leasing Nominees-Vic.-Pty Limited	Australia
Hastings Funds Management (USA) Inc.	USA	Westpac Lenders Mortgage Insurance Limited	Australia
Hastings Funds Management Limited	Australia	Westpac Life Insurance Services Limited	Australia
Hastings Group Pty Limited	Australia	Westpac Life-NZ-Limited	New Zealand
Hastings Investment Capital LP	USA	Westpac New Zealand Group Limited	New Zealand
Hastings Investments GP LLC	USA	Westpac New Zealand Limited	New Zealand
Hastings Investment Management Pty Ltd (formerly Hastings Private Equity Fund IIB Pty Limited)	Australia	Westpac Nominees-NZ-Limited	New Zealand
Hastings Management Pty Limited	Australia	Westpac NZ Covered Bond Holdings Limited	New Zealand
Hastings Private Equity Fund IIA Pty Limited	Australia	Westpac NZ Covered Bond Limited	New Zealand
Hickory Trust	Australia	Westpac NZ Leasing Limited	New Zealand
Hitton Pty Limited	Australia	Westpac NZ Operations Limited	New Zealand
HLT Custodian Trust	New Zealand	Westpac NZ Securitisation Holdings Limited	New Zealand
J O Hambro Capital Management Holdings Limited	UK	Westpac NZ Securitisation Limited	New Zealand
J O Hambro Capital Management Limited	UK	Westpac NZ Securitisation No. 2 Limited	New Zealand
JOHCM (Singapore) Pte Limited	Singapore	Westpac Overseas Holdings No. 2 Pty Limited	Australia
JOHCM (USA) General Partner Inc	USA	Westpac Overseas Holdings Pty Limited	Australia
JOHCMG Share Trustee Limited	UK	Westpac Pacific Limited Partnership	Australia
Magnitude Group Pty Limited	Australia	Westpac Private Equity Pty Limited	Australia
MIF Custodian Trust	New Zealand	Westpac Properties Limited	Australia
Mortgage Management Limited	Australia	Westpac RE Limited	Australia
Nationwide Management Pty Limited	Australia	Westpac Securities Administration Limited	Australia
Net Nominees Limited	Australia	Westpac Securities Inc.	USA
Number 120 Limited1	New Zealand	Westpac Securities Limited	Australia
Oniston Pty Limited	Australia	Westpac Securities NZ Limited	New Zealand
Orion Trust	Australia	Westpac Securitisation Holdings Pty Limited	Australia
Packaging Properties 1 Pty Limited	Australia	Westpac Securitisation Management Pty Limited	Australia
Packaging Properties 2 Pty Limited	Australia	Westpac Singapore Limited	Singapore
Packaging Properties 3 Pty Limited	Australia	Westpac Structured Products Limited	Australia
Partnership Pacific Limited	Australia	Westpac Superannuation Nominees-NZ-Limited	New Zealand
Partnership Pacific Securities Limited	Australia	Westpac Syndications Management Pty Limited	Australia
Pashley Investments Pty Limited	Australia	Westpac Term PIE Fund	New Zealand
Phoenix Trust	Australia	Westpac TPS Trust	Australia
RAMS Financial Group Pty Limited	Australia	Westpac Unit Trust	Australia
RMS Warehouse Trust 2007-1	Australia	Westpac USA Inc.	USA

Note: Westpac retains 60% ownership of BT Investment Management Limited who lodges separate notices under ASX code 'BTT'

BT Investment Management Limited (60%)	Australia
BT Investment Management (RE) Limited (Subsidiary of BT Investment Management Limited)	Australia